

EXHIBIT A

Hearing Date: To Be Determined
Objection Deadline: To Be Determined

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Special Counsel for Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

.....**x**
In re :
MOTORS LIQUIDATION COMPANY, *et al.*, : Chapter 11 Case No.
Debtors. : 09-50026 (REG)
.....**x**

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
PROFESSIONALS IN RESPECT OF SECOND AND FINAL FEE APPLICATION OF
HONIGMAN MILLER SCHWARTZ AND COHN LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FROM JUNE 1, 2009 THROUGH MARCH 29, 2010**

I, Robert B. Weiss, hereby certify that:

1. I am a partner with the applicant firm, Honigman Miller Schwartz and Cohn LLP (“Honigman”), with responsibility as special counsel under 11 U.S.C. § 327(e) for the Chapter 11 cases of Motors Liquidation Company (f/k/a General Motors Corp.) and certain of its affiliates, as debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) in respect of compliance with the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June

20, 1991 (the “**Fee and Disbursement Guidelines**”) and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (together with the Fee and Disbursement Guidelines, the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”) and the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the “**Administrative Order**” and collectively with the Amended Local Guidelines and UST Guidelines, the “**Guidelines**”).

2. This certification is made in respect of Honigman’s application, dated May 23, 2011 (the “**Application**”), for interim compensation and reimbursement of expenses for the period of June 1, 2009 through and including March 29, 2010 (the “**Compensation Period**”) in accordance with the Guidelines.

3. In respect of Section 2 of the Fee and Disbursement Guidelines, I certify that the Debtors have reviewed and approved the Application.

4. In respect of Section B.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. The fees and disbursements sought are billed at rates with a 5% discount from Honigman’s standard rates, which standard rates are in accordance with those customarily charged by Honigman and generally accepted by Honigman’s clients; and
- d. In providing a reimbursable service, Honigman does not make a profit on that service, whether the service is performed by Honigman in-house or through a third party.

5. In respect of Section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that Honigman has complied with these provisions requiring it to provide counsel for the official committee of unsecured creditors appointed in these cases and the Debtors, with a statement of Honigman's fees and disbursements accrued for the month of June 2009 and July 1 through July 9, 2009, although, due to administrative limitations, such statements were not always provided within the timetables set forth in the Local Guidelines and the Administrative Order.

6. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, counsel for the official committee of unsecured creditors, and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

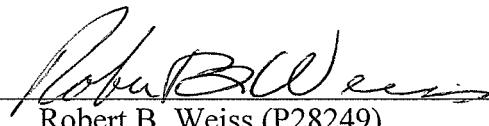
7. As required by the Administrative Order, I certify that Honigman has complied with provisions regarding service of Monthly Statements (as defined in the Administrative order), but only served Monthly Statements for June 2009 and July 1 through July 9, 2009.

Respectfully submitted,

HONIGMAN MILLER SCHWARTZ AND COHN LLP
Special Counsel for Debtors

Dated: May 20, 2011

By:


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